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L99000007331  
October 27, 1999

SECRETARY OF STATE  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

500003029595-15  
-10/29/99--01079--009  
RE: NATAL CARE INTERNATIONAL L.C. \*\*\*\*155.00 \*\*\*\*155.00

Gentlemen:

Enclosed herewith please find Articles of Organization, Affidavit of Membership and Contribution, and Acceptance by Registered Agent for NATAL CARE INTERNATIONAL L.C., which have been prepared for the purposes of NATAL CARE INTERNATIONAL L.C. becoming a limited liability company under the laws of the State of Florida, together with our check in the amount of \$155.00 to cover the filing fee and a certified copy.

We would appreciate your filing the enclosed documents and returning the certified copy to our office as soon as possible. If you should require any further information and/or documentation to complete the filing, please advise accordingly. Otherwise, we will await a response from your office that the enclosures are satisfactory and in proper form and content with the certified copy.

We thank you in advance for your usual courtesies and prompt attention.

Very truly yours,

M. Frankel

MELVIN F. FRANKEL

Melvin Frankel GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT name & address  
11-2-99  
JB

MFF:cj  
Enclosures (as stated)

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**ARTICLES OF ORGANIZATION  
OF  
NATAL CARE INTERNATIONAL L.C.**

**SEYPER CORPORATION**, a Florida corporation, as the organizer and subscriber hereto, does hereby execute these Articles of Organization of **NATAL CARE INTERNATIONAL L.C.**, a limited liability company, organized under and pursuant to the provisions of Chapter 608, Florida Statutes, 1997.

**ARTICLE I. - NAME**

The name of the limited liability company is

**NATAL CARE INTERNATIONAL L.C.**

**ARTICLE II. - EXISTENCE**

This limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State, Tallahassee, Florida or such other offices thereof, authorized to accept same, and for a maximum period of **SEVENTY (70)** years from the date of the filing hereof, unless otherwise terminated prior thereto in accordance with law.

**ARTICLE III - PURPOSE OF ORGANIZATION**

The company is organized for the express purpose of receiving, buying, acquiring, owning, developing, renting, selling, leasing and/or in any other manner dealing in real and personal property located within the State of Florida, and for any and all other acts or purposes permitted under Section 608.404 Florida Statutes 1987 and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

**ARTICLE IV - PLACE OF BUSINESS AND REGISTERED AGENT**

A. Place of Business - the company's street address and mailing address in Florida is as follows:

12000 Biscayne Boulevard  
Suite 214  
Miami, Florida 33181

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B. Registered Agent - The name and address of the Registered Agent of the company is:

**HARRY SEIDNER**  
12000 Biscayne Boulevard  
Suite 214  
Miami, Florida 33181

#### ARTICLE VI. - ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. New members may be admitted pursuant to a vote of not less than sixty (60%) per cent of the total existing ownership interests in the company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company as opposed a simple majority of the members.

No individual member and/or manager of the company, if one be designated, shall ever have the power to terminate or grant membership to any person.

#### ARTICLE VII. INTERESTS OF MEMBERS.

All interests of members in the company shall be considered personal property and not real property. Any interest of a member in the company shall be transferred only as provided in an operating agreement to be adopted by the unanimous written agreement of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the company.

#### ARTICLE VIII. - CONTINUATION AFTER INVOLUNTARY TERMINATION.

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, i.e. without the consent of a majority of the ownership interests in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company

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provided that not less than a majority of the ownership interests then remaining shall have agreed to do so in writing.

ARTICLE XI. - MANAGEMENT OF THE COMPANY

A. Management by Members - unless otherwise specifically stated herein, management of the company shall be reserved to and be by the members of the company. The names and addresses of the Members of the company are

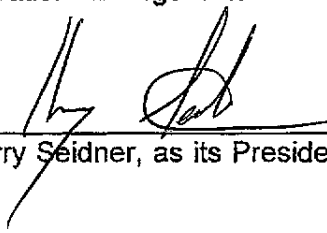
**SEYPER CORPORATION**  
12000 Biscayne Boulevard  
Suite 214  
Miami, Florida 33181

B. In order to facilitate the operation of the company, the following named entity is herewith designated as the Manager of the company until the first annual meeting of members or until their respective successors are elected and qualified.

**SEYPER CORPORATION**, represented by its President Harry Seidner

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal as President of Seyper Corporation as the organizer of this limited liability company this 21st day of October, 1999.

**SEYPER CORPORATION**, a Florida  
corporation as Organizer


By:   
Harry Seidner, as its President

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STATE OF FLORIDA :  
COUNTY OF MIAMI-DADE : SS.

BEFORE ME, the undersigned authority, personally appeared HARRY SEIDNER, as President of SEYPER CORPORATION, a Florida corporation, as the organizer of NATAL CARE INTERNATIONAL L.C., a Florida limited liability company in formation, [Harry] to me well known or [ ] who produced D.L. 5356-360-69-143-0 as identification and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Miami-Dade County, Florida this 22 day of October, 1999.


  
Notary Public, State of Florida  
Print Name: Iris Lopez  
Commission Number: CC 843178  
My Commission Expires: 2003

ACCEPTANCE OF REGISTERED AGENT

HARRY SEIDNER, having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
HARRY SEIDNER, as Registered Agent

DATED: October 22, 1999

 Iris Lopez  
My Commission CC843178  
Expires June 3, 2003

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ACCEPTANCE BY REGISTERED AGENT

STATE OF FLORIDA:

ss.

COUNTY OF MIAMI-DADE:

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is NATAL CARE INTERNATIONAL L.C.

2. The name of the registered agent for **NATAL CARE INTERNATIONAL L.C.** is Harry Seidner, and the street address of the company's principal office where the agent is located is 12000 Biscayne Boulevard, Suite 214, Miami, Florida 3318.

This statement is to acknowledge that, as indicated above, NATAL CARE INTERNATIONAL L.C. has appointed me, HARRY SEIDNER, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 22 1999.

  
HARRY SEIDNER, Registered Agent

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